



Executive Compensation and Employee Benefits

Recognizing the complexity and interaction of the tax, corporate, securities, employment and other issues affecting compensation and benefits arrangements, WilmerHale's nationally recognized Executive Compensation and Employee Benefits lawyers take a multidisciplinary yet practical approach to counseling clients across industries on attracting, retaining, and motivating talent at every level of an organization. We represent employers, executives, boards of directors and benefits industry service providers in the areas of executive compensation, equity compensation, employee benefits and ERISA.

PRACTICE AT A GLANCE

- **Executive Compensation:** We counsel clients at all stages on the design, implementation and disclosure of compensatory plans, including time- and performance-based equity and cash incentive compensation arrangements; employment, severance, retention and change-in-control agreements; and carve-out plans; as well as profits interests and phantom equity arrangements.
- **Employee Benefits:** We advise on the design and implementation of qualified retirement programs and non-qualified deferred compensation arrangements, health and welfare plans, and fringe benefit plans, and on related compliance obligations.
- **Corporate Transactions:** We work seamlessly with our firm's corporate, labor and employment, and tax deal teams to advise companies engaged in a variety of corporate transactions on the interpretation of existing plans and arrangements and the negotiation of transaction documents, as well as on golden parachute analyses and post-closing retention and integration matters. We also assist clients with ERISA-related concerns in financing transactions, representing both lenders and borrowers in structured loan facilities.
- **ERISA-Covered Products:** We regularly collaborate with our IM, Business and Financial Integrity, and Broker-Dealer Compliance and Regulation Practices to advise clients on ERISA-covered products and services. We also advise underwriters, issuers, dealers, collateral managers, and investors across a range of financial instruments and guide financial institutions and private investment funds on the application of ERISA's plan asset, fiduciary responsibility and prohibited transaction rules.



Named a Leading Employee Benefits and Executive Compensation Practice in Massachusetts

2010-2025



Consistently recognized as a leading firm for Employee Benefits and Executive Compensation

SELECT EXPERIENCE

Counseling and Advisory

We counsel numerous global public companies—including **Ameresco**, **Apellis Pharmaceuticals**, **MKS Instruments**, **Nuvalent**, **PTC Therapeutics**, **Skyworks Solutions**, **State Street** and **Strategy (FKA MicroStrategy)**—on equity and executive compensation and benefits matters. We also frequently advise private and public clients, including **Sofi** and **Nomura**, on ERISA fiduciary duty matters.

Mergers and Acquisitions

We regularly act as executive compensation and benefits counsel to companies engaging in acquisitions and sales and have served as counsel to numerous public companies in multi-billion-dollar M&A transactions. Select experience includes our representation of:

- The **Nordstrom** family in the \$6.5 billion take-private transaction of Nordstrom, Inc.
- **Revvity (FKA PerkinElmer)**, a leading provider of health science solutions, technologies, expertise and services, in numerous acquisitions and divestitures, including the sale of its Applied, Food and Enterprise Services businesses to New Mountain Capital for \$2.45 billion, and its acquisition of BioLegend for \$5.25 billion.
- **Houghton Mifflin Harcourt**, a learning technology company, in its acquisition by Veritas Capital for \$2.8 billion.
- **MKS Instruments**, a leading provider of health science solutions, technologies, expertise and services, in its acquisition of Atotech for \$4.4 billion (financing counsel).
- Numerous other buyers and sellers including **Casella Waste Systems**, **Lookout**, **Lotame**, **Medtronic**, **Mountaingate Capital**, **Navient**, **Spectris**, **TechTarget**, **Telix Pharmaceuticals** and **Thermo Fisher Scientific**.

Financing and Capital Markets

We serve as executive compensation and benefits counsel to companies going public, whether via an initial public offering process, a reverse merger or a de-SPAC transaction. We also advise venture-backed companies in venture and growth equity financings. Select experience includes our representation of:

- **Kalaris Therapeutics**, a clinical-stage ophthalmology biotech company, in a reverse merger transaction.
- **BioCatch**, a pioneer of behavioral biometrics intelligence, in an approximately \$600 million secondary transaction with Permira.
- **Flo Health**, a worldwide women's health app, in its Series C funding round of more than \$200 million, making it the first purely digital consumer women's health app to achieve unicorn status, with a valuation over \$1 billion.

SEAMLESS COLLABORATION BETWEEN EXECUTIVE COMPENSATION AND EMPLOYEE BENEFITS AND OTHER MARKET-LEADING PRACTICES

